

**DECLARATION  
AND POWER OF ATTORNEY**

As a below named inventors, we hereby declare that:

Our residence, post office address and citizenship are as stated below at 201 et seq. underneath our respective names.

We believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled

**Recombinant Parainfluenza Virus Expression Systems and Vaccines**

and for which a patent application:

- is attached hereto and includes amendment(s) filed on *(if applicable)*
- was filed in the United States on March 21, 2000 as Application No. 09/531,375 *(for declaration not accompanying application)* with amendment(s) filed on *(if applicable)*
- was filed as PCT international Application No. on and was amended under PCT Article 19 on *(if applicable)*

I hereby state that I have reviewed and understand the contents of the above identified application, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, §1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, §119(a)-(d) of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

EARLIEST FOREIGN APPLICATION(S), IF ANY, FILED PRIOR TO THE FILING DATE OF THE APPLICATION			
APPLICATION NUMBER	COUNTRY	DATE OF FILING (day, month, year)	PRIORITY CLAIMED
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>

I hereby claim the benefit under Title 35, United States Code, §119(e) of any United States provisional application(s) listed below.

APPLICATION NUMBER	FILING DATE

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code §112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, §1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

APPLICATION SERIAL NO.	FILING DATE	STATUS		
		PATENTED	PENDING	ABANDONED

**POWER OF ATTORNEY:** As a named inventor, I hereby appoint S. Leslie Misrock (Reg. No. 18872), Harry C. Jones, III (Reg. No. 20280), Berj A. Terzian (Reg. No. 20060); David Weild, III (Reg. No. 21094), Jonathan A. Marshall (Reg. No. 24614), Barry D. Rein (Reg. No. 22411), Stanton T. Lawrence, III (Reg. No. 25736), Charles E. McKenney (Reg. No. 22795), Philip T. Shannon (Reg. No. 24278), Francis E. Morris (Reg. No. 24615), Charles E. Miller (Reg. No. 24576), Gidon D. Stern (Reg. No. 27469), John J. Lauter, Jr. (Reg. No. 27814), Brian M. Poissant (Reg. No. 28462), Brian D. Coggio (Reg. No. 27624), Rory J. Radding (Reg. No. 28749), Stephen J. Harbulak (Reg. No. 29166), Donald J. Goodell (Reg. No. 19766), James N. Palik (Reg. No. 25510), Thomas E. Friebel (Reg. No. 29258), Laura A. Coruzzi (Reg. No. 30742), Jennifer Gordon (Reg. No. 30753), Allan A. Fanucci (Reg. No. 30256), Geraldine F. Baldwin (Reg. No. 31232), Victor N. Balancia (Reg. No. 31231), Samuel B. Abrams (Reg. No. 30605), Steven I. Wallach (Reg. No. 35402), Marcia H. Sundeen (Reg. No. 30893), Paul J. Zegger (Reg. No. 33821), Edmond R. Bannon (Reg. No. 32110), Bruce J. Barker (Reg. No. 33291), Adriane M. Antler (Reg. No. 32605), Thomas G. Rowan (Reg. No. 34419), James G. Markey (Reg. No. 31636), Thomas D. Kohler (Reg. No. 32797), Scott D. Stimpson (Reg. No. 33607), Gary S. Williams (Reg. No. 31066), William S. Galliani (Reg. No. 33885), Ann L. Gisolfi (Reg. No. 31956), Todd A. Wagner (Reg. No. 35399), Scott B. Familiant (Reg. No. 35514), Kelly D. Talcott (Reg. No. 39582), Francis D. Cerrito (Reg. No. 38100), Anthony M. Insogna (Reg. No. 35203), Brian M. Rotherapy (Reg. No. 35340), Brian D. Siff (Reg. No. 35679), and Alan Tenenbaum (Reg. No. 34939), all of Pennie & Edmonds LLP, whose addresses are 1155 Avenue of the Americas, New York, New York 10036, 1667 K Street N.W., Washington, DC 20006 and 3300 Hillview Avenue, Palo Alto, CA 94304, and each of them, my attorneys, to prosecute this application, and to transact all business in the Patent and Trademark Office connected therewith.

**BEST AVAILABLE COPY**

SEND CORRESPONDENCE TO:			PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, N.Y. 10036-2711		DIRECT TELEPHONE CALLS TO: PENNIE & EDMONDS LLP DOCKETING (212) 790-2803	
201	FULL NAME OF INVENTOR	LAST NAME	FIRST NAME	Aurelia Haller		
	RESIDENCE & CITIZENSHIP	CITY	STATE OR FOREIGN COUNTRY	California		
	POST OFFICE ADDRESS	STREET	313 Hellview Ave	CITY	Redwood City	STATE OR COUNTRY ZIP CODE
202	FULL NAME OF INVENTOR	LAST NAME	FIRST NAME	Kathleen		
	RESIDENCE & CITIZENSHIP	CITY	STATE OR FOREIGN COUNTRY	California		
	POST OFFICE ADDRESS	STREET	1507 Dolores St.	CITY	San Francisco	STATE OR COUNTRY ZIP CODE
203	FULL NAME OF INVENTOR	LAST NAME	FIRST NAME	L.		
	RESIDENCE & CITIZENSHIP	CITY	STATE OR FOREIGN COUNTRY	United States		
	POST OFFICE ADDRESS	STREET	CITY	STATE OR COUNTRY	ZIP CODE	
204	FULL NAME OF INVENTOR	LAST NAME	FIRST NAME	MIDDLE NAME		
	RESIDENCE & CITIZENSHIP	CITY	STATE OR FOREIGN COUNTRY	COUNTRY OF CITIZENSHIP		
	POST OFFICE ADDRESS	STREET	CITY	STATE OR COUNTRY	ZIP CODE	
205	FULL NAME OF INVENTOR	LAST NAME	FIRST NAME	MIDDLE NAME		
	RESIDENCE & CITIZENSHIP	CITY	STATE OR FOREIGN COUNTRY	COUNTRY OF CITIZENSHIP		
	POST OFFICE ADDRESS	STREET	CITY	STATE OR COUNTRY	ZIP CODE	
206	FULL NAME OF INVENTOR	LAST NAME	FIRST NAME	MIDDLE NAME		
	RESIDENCE & CITIZENSHIP	CITY	STATE OR FOREIGN COUNTRY	COUNTRY OF CITIZENSHIP		
	POST OFFICE ADDRESS	STREET	CITY	STATE OR COUNTRY	ZIP CODE	

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

INVENTOR 201 AURELIA HALLER	INVENTOR 202 KATHLEEN L. COELINGH	SIGNATURE OF INVENTOR 203
SIGNATURE OF INVENTOR 201 Aurelia Haller	SIGNATURE OF INVENTOR 202 Kathleen L. Coelingh	SIGNATURE OF INVENTOR 203
DATE 7/12/2000	DATE 8.25.00	DATE
SIGNATURE OF INVENTOR 204	SIGNATURE OF INVENTOR 205	SIGNATURE OF INVENTOR 206
DATE	DATE	DATE

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POWER OF ATTORNEY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Application of: Aurelia Haller

Confirmation No.: 7698

Serial No.: 09/531,375

Art Unit: 1648

Filed: March 21, 2000

Examiner: Salimi, A.

For: RECOMBINANT PARAINFLUENZA  
VIRUS EXPRESSION SYSTEMS AND  
VACCINES

Attorney Docket No.: 7682-049

**REVOCATION AND POWER OF ATTORNEY**

Commissioner for Patents  
P.O. Box 1450  
Alexandria, VA 22313-1450

Sir:

MedImmune Vaccines, Inc. hereby revokes any and all previous powers and appoints:

Practitioners at Customer Number 20583

as their attorneys or agents to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please direct all correspondence address for the above-identified application to:

The above mentioned Customer Number.

Firm or Individual Name:

Address: Jones Day, 222 East 41st Street, New York, New York 10017

Telephone: (212) 326-3939

I am the:

- Applicant/Inventor  
 Assignee of record of the entire interest. See 37 CFR 3.71.  
(*Statement under 37 CFR 3.73(b) is applicable*)

**Statement Under 37 C.F.R. 3.73(b)**

MedImmune Vaccines, Inc. states that it is:

- the assignee of the entire right, title, and interest; or  
 an assignee of less than the entire right, title and interest.  
The extent (by, percentage) of its ownership interest is %

in the patent application/patent identified above by virtue of either:

- An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office on September 6, 2000; Reel 011143; Frame 0159. A Certificate of Amendment to Amended and Restated Certificate of Incorporation documenting the name change from Aviron, Inc. to MedImmune Vaccines, Inc. is attached.

ASSIGNEE: MedImmune Vaccines, Inc.

Date: 4/8/04

Signature: 

Typed Name: William C. Bertrand, Jr.

Position>Title: Vice President, General Counsel

Note: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required.

Total of        forms are submitted.

# Delaware

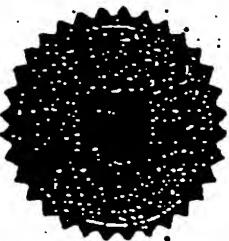
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "AVIRON", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2002, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

2600915 8100

020188821

AUTHENTICATION: 1681841

DATE: 03-21-02

JAN-14-2002 13:21

MedImmune, Inc.

STATE OF DELAWARE  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 01/25/2002  
020023084 - 2600915

**CERTIFICATE OF OWNERSHIP AND MERGER****OF****APPLE MERGER CORP.****WITH AND INTO****AVIRON**

Under Section 253

of the Delaware General Corporation Law

Apple Merger Corp., a Delaware corporation (the "Corporation"), hereby certifies as follows:

**FIRST:** The Corporation was incorporated on November 29, 2001, pursuant to the Delaware General Corporation Law (the "DGCL").

**SECOND:** The Corporation is the owner of at least ninety percent of the outstanding shares of common stock of Aviron. The shares of common stock constitute the only outstanding shares of capital stock of Aviron.

**THIRD:** The following is a copy of the resolutions duly adopted as of January 15<sup>th</sup>, 2002 by the Written Consent of the Board of Directors of the Corporation with respect to the merger of the Corporation with and into Aviron:

"RESOLVED, that the Corporation be merged (the "Merger") with and into Aviron, with Aviron as the surviving corporation, on the terms and subject to the conditions set forth in the Agreement and Plan of Merger (the "Merger Agreement") dated as of December 2, 2001 among MedImmune, Inc. ("Parent"), the Corporation and Aviron, and the Merger is hereby approved; and further

**RESOLVED,** that at the effective time of the Merger:

1. Each issued and outstanding share of capital stock of the Corporation shall be converted into and become one validly issued, fully paid and nonassessable share of common stock of Aviron, as the surviving corporation.

2. Each share of common stock (the "Shares") of Aviron that is owned by Parent, the Corporation or Aviron shall

JAN-14-2002 13:21

MedImmune, Inc.

381 527 4287 P.83/84

automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

3. Each issued and outstanding Share (other than any shares to be canceled in accordance with 2, above, and other than Shares held by stockholders who perfect appraisal rights under Delaware law) shall be converted into the right to receive 1.075 validly issued, fully paid and nonassessable shares of common stock (the "Parent Shares") of Parent. Notwithstanding the foregoing, each holder of Shares exchanged pursuant to the Merger who would otherwise have been entitled to receive a fraction of a Parent Share (after taking into account all certificates representing Shares delivered by such holder) shall receive, in lieu thereof, cash (without interest) in an amount equal to such fractional part of a Parent Share multiplied by the closing price for a Parent Share as reported in the New York City edition of The Wall Street Journal (or, if not reported thereby, any other authoritative source) on the date prior to the date of the Merger.

FOURTH: The Merger has been approved by MedImmune, Inc., the sole stockholder of the Corporation, by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.

JAN-14-2002 13:22

MedImmune, Inc.

381 527 4287 P.84/84

IN WITNESS WHEREOF, the undersigned has duly executed this  
Certificate of Ownership and Merger this 15<sup>th</sup> day of January, 2002.

APPLE MERGER CORP.

By: 

Name: David M. Mon  
Title: Chief Executive Officer

# Delaware

PAGE 1

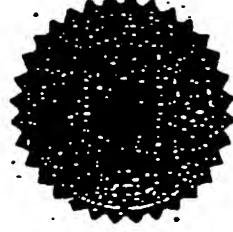
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AVIRON", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2002, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State



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AUTHENTICATION: 1681842

DATE: 03-21-02

CORPORATION TRUST WILM. TEAM

(THU) 3.21.02 21:17 ST. 15 NO. 4863796:22 P 7

JAN 14 2002 16:19 AM FR

STATE OF DELAWARE  
TO 900028094 P.62  
DIVISION OF CORPORATIONS  
FILED 04:01 PM 01/15/2002  
020028094 - 2600915

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AVIRON

Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware

Aviron, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

**FIRST:** The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 7, 1996 under the name Aviron Merger Corporation. The Corporation filed an Amended and Restated Certificate of Incorporation on July 16, 1996; an Amended and Restated Certificate of Incorporation on November 22, 1996; and a Certificate of Amendment of the Amended and Restated Certificate of Incorporation on July 10, 2000.

**SECOND:** The Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware by the director and the stockholder of the Corporation.

**THIRD:** The Certificate of Incorporation, as amended and restated, is hereby amended and restated to read in its entirety as follows.

ARTICLE I

The name of the Corporation is: Aviron

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

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ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares of common stock, par value \$0.01, per share.

ARTICLE V

Elections of directors need not be by ballot unless required by the by-laws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

ARTICLE VI

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the by-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal by-laws adopted by the Board of Directors.

ARTICLE VII

No director shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit any liability that may exist with respect to (1) a breach of the director's duty of loyalty to the Corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the Corporation's directors to the Corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as in effect on the date hereof and as such Section may be amended after the date hereof to the extent such amendment permits such liability to be further eliminated or limited. The Corporation shall indemnify to the fullest extent permitted by Section 145 of the Delaware General Corporation Law (as in effect on the date hereof and as such Section may be amended after the date hereof) each person that such Section grants the Corporation the power to indemnify.

AVIRON CORPORATION TRUST WILM TEA 4

(THU) 3.21.02 21:17 S. 11:15 NO. 4863796:22 P 9

JAN 14 2002 10:28 AM FR

TO 905728#559368#13 P.84

IN WITNESS WHEREOF, Aviron has caused this certificate to be executed by  
its authorized officer, on this 13<sup>th</sup> day of January, 2002.

AVIRON

By:

Charlene Friedman  
Name: Charlene A. Friedman  
Title: Vice President, General Counsel  
and Secretary

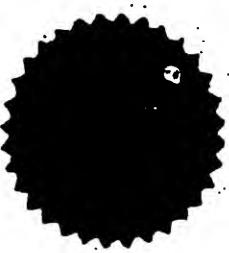
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AVIRON", CHANGING ITS NAME FROM "AVIRON" TO "MEDIMMUNE VACCINES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2002, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

  
Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

2600915 8100

AUTHENTICATION: 1712941

020228733

DATE: 04-10-02

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:00 AM 04/10/2002  
020228733 - 2600915

**AVIRON****CERTIFICATE OF AMENDMENT TO AMENDED  
AND RESTATED CERTIFICATE OF INCORPORATION**

AVIRON, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Board of Directors of the Corporation, acting by the Written Consent of its Sole Director, duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "GCL"), resolutions setting forth this proposed Amendment to the Amended and Restated Certificate of Incorporation of said Corporation and declaring said Amendment to be advisable and directing that such Amendment be presented to the sole stockholder of the Corporation for consideration and approval;

2. The stockholder of the Corporation, acting by the Written Consent of its Sole Stockholder, approved and adopted this proposed Amendment to the Restated Certificate of Incorporation of said Corporation in accordance with Section 242 of the GCL;

3. Article I of the Amended and Restated Certificate of Incorporation of the Corporation, dated January 15, 2002, is hereby amended to read in full as follows:

"The name of the Corporation is: MedImmune Vaccines, Inc."

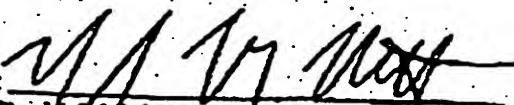
8/18/2002 13:45 212-259-7382  
TROX CORPORATION TRUST 302-655 J49

(WED) 4.10.02 11:47 - 11:47, NO. 4862069309 F 4

IN WITNESS WHEREOF, AVIRON has caused this Certificate to be signed by  
David M. Moz, Chief Executive Officer, this day 8 of April 2002.

AVIRON

By:

  
David M. Moz  
Chief Executive Officer

NY-4094043